

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

In re:	)	
	)	Chapter 11
MERCY HOSPITAL, IOWA CITY, IOWA, <i>et al.</i> ,	)	
	)	Case No. 23-00623 (TJC)
Debtors.	)	
	)	Jointly Administered
	)	
	)	Obj. Deadline: 3/22/24 at 4:00 p.m. (CT)
	)	

**SUMMARY OF SIXTH MONTHLY FEE APPLICATION OF  
MCDERMOTT WILL & EMERY LLP, COUNSEL TO THE DEBTORS AND  
DEBTORS-IN-POSSESSION, FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

Name of Applicant:	<b>McDERMOTT WILL &amp; EMERY LLP</b>
Authorized to provide professional services to:	<b>Debtors and Debtors-in-Possession</b>
Date of retention:	<b>September 14, 2023, effective as of August 7, 2023</b>
Period for which compensation and reimbursement is sought:	<b>January 1, 2024 through January 31, 2024</b>
Amount of compensation sought as actual, reasonable and necessary:	<b>\$552,393.60 (80% of \$690,492.00)<sup>1</sup></b>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<b>\$2,999.00</b>
This is a:	<b>Sixth Monthly Application</b>

<sup>1</sup> This amount does not reflect \$19,972.09, including \$9,261.50 in incurred fees and \$10,710.59 in incurred expenses, that McDermott has voluntarily written off with respect to the Application Period (as defined herein).

**Prior Applications:**

<b>Application</b>	<b>Date Filed</b>	<b>Period Covered</b>	<b>Requested Fees/Expenses</b>	<b>Approved Fees/Expenses</b>
<b>First Monthly [D.I. 348]</b>	10/9/23	8/7/23 – 8/31/23	\$738,318.00 / \$4,741.38	<i>Pending</i>
<b>Second Monthly [D.I. 502]</b>	11/10/23	9/1/23 – 9/30/23	\$649,102.80 / \$3,346.20	<i>Pending</i>
<b>Third Monthly [D.I. 532]</b>	11/27/23	10/1/23 – 10/31/23	\$450,968.00 / \$5,638.37	<i>Pending</i>
<b>Fourth Monthly [D.I. 574]</b>	12/15/23	11/1/23 – 11/31/23	\$289,259.20 / \$4,988.95	<i>Pending</i>
<b>Fifth Monthly [TBD]</b>	3/8/24	12/1/23 – 12/31/23	\$212,868.40 / \$1,682.39	<i>Pending</i>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
SUMMARY OF BILLING BY PROFESSIONAL FOR APPLICATION PERIOD**

<b>Name of Professional Person</b>	<b>Date of Bar Admission</b>	<b>Position with the Applicant and Practice Area</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Felicia Gerber Perlman	1992	Partner; Corporate Advisory	\$1,850	37.7	\$69,745.00
Denise D. Burke	1993	Partner; Healthcare	\$1,595	2.0	\$3,190.00
Jeffrey M. Holdvogt	2003	Partner; Employee Benefits and Executive Compensation	\$1,450	14.9	\$21,605.00
Daniel M. Simon	2008	Partner; Corporate Advisory	\$1,450	142.5	\$206,625.00
Nathan M. Bull	2006	Partner; Trial	\$1,410	34.6	\$48,786.00
Jay E. Greathouse	2012	Partner; Healthcare	\$1,300	69.3	\$90,090.00
DC Wolf	2014	Associate; Corporate Advisory	\$1,250	14.6	\$18,250.00
Jack G. Haake	2011	Associate; Corporate Advisory	\$1,190	17.7	\$21,063.00
Emily C. Keil	2018	Associate; Corporate Advisory	\$1,105	72.5	\$80,112.50
Benjamin S. Paulsen	2018	Associate; Private Client	\$1,060	39.7	\$42,082.00
Dexter Golinghorst	2021	Associate; Healthcare	\$945	63.3	\$59,818.50
Jane J. Kim	2021	Associate; Trial	\$945	16.7	\$15,781.50
Rebecca Trickey	2022	Associate; Corporate Advisory	\$725	10.7	\$7,757.50
Haley M. Dow	2023	Associate; Employee	\$725	1.2	\$870.00

<b>Name of Professional Person</b>	<b>Date of Bar Admission</b>	<b>Position with the Applicant and Practice Area</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
		Benefits and Executive Compensation			
Ed Y. Kwon	N/A	Manager of Technology Project Management	\$545	1.1	\$599.50
Raniel L. Dizon	N/A	Technology Project Manager	\$545	4.6	\$2,507.00
Albert Sieber	N/A	Senior Researcher	\$345	1.3	\$448.50
Apurva Ingolikar	N/A	Litigation Technology Data Analyst	\$270	1.5	\$405.00
Fिताlesh Belayneh	N/A	Litigation Technology Data Analyst	\$270	1.0	\$270.00
Daniel Valentino	N/A	Litigation Technology Data Analyst	\$270	1.8	\$486.00
<b>TOTALS</b>				<b>548.7</b>	<b>\$690,492.00</b>

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
COMPENSATION BY PROJECT CATEGORY FOR APPLICATION PERIOD**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	1.8	\$486.00
Asset Disposition	194.1	\$246,598.50
Court Hearings	7.0	\$10,094.00
Fee/Employment Applications	4.3	\$4,777.00
Fee/Employment Objections	0.5	\$725.00
Assumption/Rejection of Leases	9.3	\$10,404.00
Other Contested Matters	106.7	\$135,930.50
Non-Working Travel <sup>1</sup>	3.6	\$5,220.00
Business Operations	2.3	\$3,335.00
Employee Benefits/Pensions	16.1	\$22,475.00
Board of Directors Matters	6.6	\$10,250.00
Claims Administration & Objections	8.9	\$10,379.50
Plan and Disclosure Statement	75.3	\$103,067.00
Litigation	112.2	\$126,750.50
<b>TOTALS</b>	<b>548.7</b>	<b>\$690,492.00</b>

---

<sup>1</sup> The hours billed to Non-Working Travel were reduced by fifty percent (50%), as reflected in the time detail attached hereto as **Exhibit A.**

**MERCY HOSPITAL IOWA CITY, IOWA, ET AL.  
COUNSEL TO DEBTORS AND DEBTORS-IN-POSSESSION  
EXPENSE SUMMARY FOR APPLICATION PERIOD**

<b>Expense Category<sup>1</sup></b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Transcripts	N/A	\$562.05
Business Meal	Various	\$2,331.95
<b>TOTAL</b>		<b>\$2,999.00</b>

---

<sup>1</sup> McDermott voluntarily waived all Westlaw and LexisNexis charges, all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$10,710.59.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF IOWA**

In re:	)	
	)	Chapter 11
MERCY HOSPITAL, IOWA CITY, IOWA, <i>et al.</i> ,	)	
	)	Case No. 23-00623 (TJC)
Debtors.	)	
	)	Jointly Administered
	)	
	)	<b>Obj. Deadline: 3/22/24 at 4:00 p.m. (CT)</b>
	)	

**SIXTH MONTHLY FEE APPLICATION OF MCDERMOTT WILL & EMERY LLP,  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR ALLOWANCE  
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

McDermott Will & Emery LLP (the “Applicant” or “McDermott”), counsel to Mercy Hospital, Iowa City, Iowa (“Mercy”) and certain of its affiliates and subsidiaries as debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), hereby applies (the “Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 224] (the “Interim Compensation Order”),<sup>1</sup> for allowance of compensation for services rendered and reimbursement of expenses for the period from January 1, 2024 through January 31, 2024 (the “Application Period”), and respectfully represents as follows:

**JURISDICTION AND VENUE**

1. The United States Bankruptcy Court for the Northern District of Iowa (the “Court”) has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and the *Public*

---

<sup>1</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such items in the Interim Compensation Order.

*Administrative Order* referring bankruptcy cases entered by the United States District Court for the Northern District of Iowa. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409.

2. The legal predicates for the relief requested herein are Bankruptcy Code sections 330 and 331 and Bankruptcy Rule 2016. McDermott confirms its consent to the entry of a final order by the Court in connection with the Application in the event that it is later determined that the Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

### **BACKGROUND**

#### **I. The Chapter 11 Cases**

3. On August 7, 2023 (the “Petition Date”), each of the Debtors commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered for procedural purposes only.

4. The Debtors continue to operate their businesses and manage their properties as debtors and debtors-in-possession pursuant to Bankruptcy Code sections 1107(a) and 1108.

5. On August 15, 2023, the Office of the United States Trustee for the Northern District of Iowa (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Committee”) in the Chapter 11 Cases [Docket No. 107]. On November 4, 2023, the U.S. Trustee appointed an official committee of pensioners (the “Pension Committee”) [Docket No. 458]. No trustee or examiner has been appointed in the Chapter 11 Cases.

6. Additional information regarding the Debtors and these Chapter 11 Cases, including the Debtors’ business operations, capital structure, financial condition, and the reasons for and objectives of these Chapter 11 Cases, is set forth in the *Declaration of Mark E. Toney in*



*Support of Chapter 11 Petitions and First Day Pleadings* [Docket No. 27] (the “First Day Declaration”).

## **II. The Retention of McDermott**

7. On August 23, 2023, the Debtors applied [Docket No. 148] (the “McDermott Retention Application”) to the Court for an order authorizing the Debtors to retain and employ McDermott as its counsel, effective as of August 7, 2023. On September 14, 2023, the Court entered an order [Docket No. 226] authorizing such retention.

## **III. The Interim Compensation Order**

8. On September 14, 2023, the Court entered the Interim Compensation Order, which sets the procedures for interim compensation and reimbursement of expenses in the Chapter 11 Cases. Specifically, the Interim Compensation Order provides that a Retained Professional may file and serve a Monthly Fee Application on or after the 15th day of each month following the month for which compensation is sought. Provided that there are no objections to the Monthly Fee Application filed within 14 days after service of the same, the Debtors are authorized to pay such Retained Professional eighty percent (80%) of the fees and one-hundred percent (100%) of the expenses requested in such Monthly Fee Application. If an objection is filed to the Monthly Fee Application and the parties reach a consensual resolution, the Debtors are authorized to pay eighty percent (80%) of the agreed-upon fees and one-hundred percent (100%) of the agreed-upon expenses.

## **RELIEF REQUESTED**

9. Pursuant to the Interim Compensation Order and Bankruptcy Code section 331, McDermott is seeking compensation in the amount of \$552,393.60, which is equal to eighty percent (80%) of the \$690,492.00 in fees for professional services rendered by McDermott during

the Application Period. This amount is derived solely from the applicable hourly billing rates of McDermott's personnel who rendered such services to the Debtors. In addition, McDermott is seeking reimbursement of expenses incurred during the Application Period in the amount of \$2,999.00.

**A. Compensation Requested**

10. Attached hereto as **Exhibit A** is a detailed itemization, by project category, of all services performed by McDermott with respect to the Chapter 11 Cases during the Application Period. This detailed itemization complies with the Interim Compensation Order and Bankruptcy Rule 2016 in that each time entry contains a separate time allotment, a description of the type of activity, and the subject matter of the activity, all time is billed in increments of one-tenth of an hour, time entries are presented chronologically in categories, and all meetings or hearings are individually identified.

11. The attorneys and paraprofessionals who rendered services related to each category are identified in **Exhibit A**, along with the number of hours for each individual and the total compensation sought for each category.

**B. Expense Reimbursement**

12. McDermott incurred out-of-pocket expenses during the Application Period in the amount of \$2,999.00. Attached hereto as **Exhibit B** are descriptions of the expenses actually incurred by McDermott in the performance of services rendered as counsel to the Debtors. The expenses are broken down into categories of charges, including costs of deposition transcripts and

catering services provided for parties attending the Debtors' auction hosted in-person by McDermott at its Chicago office.<sup>2</sup>

### **VALUATION OF SERVICES**

13. Attorneys and paraprofessionals of McDermott have expended a total of 548.7 hours in connection with this matter during the Application Period. The amount of time spent by each of the professionals providing services to the Debtors for the Application Period is set forth in **Exhibit A**. The reasonable value of the services rendered by McDermott for the Application Period as counsel for the Debtors in the Chapter 11 Cases is \$690,492.00.

### **BASIS FOR RELIEF REQUESTED AND APPLICABLE AUTHORITY**

14. Bankruptcy Code section 330(a) provides, in pertinent part, that:

[T]he court may award . . . ***reasonable compensation*** for actual, necessary services rendered by the . . . attorney and by any paraprofessional person . . . and . . . reimbursement for actual, necessary expenses. . . . In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including – (A) the time spent on such services; (B) the rates charged for such services; (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under [the Bankruptcy Code]; (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and (E) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a) (emphasis added). The Eighth Circuit Court of Appeals has stated:

“[Reasonable] [c]ompensation . . . presumably reflects (1) the novelty and complexity of the issues, (2) the special skill and experience of counsel, (3) the quality of representation, and (4) the results obtained.”

*P.A. Novelly v. Palans (In re Apex Oil Co.)*, 960 F.2d 728, 731–32 (8th Cir. 1992).

---

<sup>2</sup> As discussed herein, McDermott voluntarily waived all Westlaw and LexisNexis charges, all computer data storage charges incurred as part of the discovery process during the Application Period for a total voluntary write-off of \$10,710.59.

15. In reviewing this Application, the Court should be guided by the Eighth Circuit's instruction to ascertain whether such services were rendered and billed in accordance with the established market for legal services in similar matters:

Section 330 "is meant to encourage high standards of professional legal practice in the bankruptcy courts. . . . Bankruptcy courts must consider whether the fee awards are commensurate with fees for professional services in non-bankruptcy cases, thus providing sufficient economic incentive to practice in bankruptcy courts."

*Mann v. McCombs (In re McCombs)*, 751 F.2d 286, 288 (8th Cir. 1984); *see also In re Continental Illinois Securities Litigation*, 962 F.2d 566, 568 (7th Cir. 1992) ("[I]t is not the function of judges in fee litigation to determine the equivalent of the medieval just price. It is so to determine what the lawyer would receive if he was selling his services in the market rather than being paid by court order.").

16. In accordance with the factors enumerated in Bankruptcy Code section 330, McDermott submits that the amount requested is fair and reasonable given (a) the complexity of the Chapter 11 Cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. The fees charged by McDermott in these Chapter 11 Cases were billed in accordance with its existing billing rates and procedures set forth in the McDermott Retention Application, in effect during the Application Period. McDermott's rates for the services rendered by its attorneys and paraprofessionals in these Chapter 11 Cases are the same rates that McDermott charges for services rendered in comparable non-bankruptcy matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

17. McDermott reserves the right to correct, amend, or supplement this Application, including, without limitation, to seek payment in the event this Application is not approved in full.

**NO PRIOR REQUEST**

18. No prior request for the relief sought in the Application has been made to this or any other court.

*[Remainder of page intentionally left blank]*

**CONCLUSION**

WHEREFORE, McDermott respectfully requests that the Court enter an Order: (i) granting the Application and authorizing (a) allowance of compensation in the amount of \$552,393.60 (80% of \$690,492.00) for professional services rendered, and (b) reimbursement for actual and necessary costs in the amount of \$2,999.00; (ii) directing payment by the Debtors of the foregoing amounts; and (iii) granting such other further relief as the Court deems just and proper.

Dated: Cedar Rapids, Iowa  
March 8, 2024

**NYEMASTER GOODE, P.C.**

/s/ Roy Leaf

Roy Leaf, AT0014486  
625 First Street SE, Suite 400  
Cedar Rapids, IA 52401-2030  
Telephone: (319) 286-7002  
Facsimile: (319) 286-7050  
Email: rleaf@nyemaster.com

- and -

Kristina M. Stanger, AT0000255  
Matthew A. McGuire, AT0011932  
Dana Hempy, AT0014934  
700 Walnut, Suite 1600  
Des Moines, IA 50309  
Telephone: 515-283-3100  
Facsimile: 515-283-8045  
Email: mmcguire@nyemaster.com  
kmstanger@nyemaster.com  
dhempy@nyemaster.com

- and -

**MCDERMOTT WILL & EMERY LLP**

Felicia Gerber Perlman (admitted *pro hac vice*)  
Daniel M. Simon (admitted *pro hac vice*)  
Emily C. Keil (admitted *pro hac vice*)  
444 West Lake Street, Suite 4000  
Chicago, IL 60606  
Telephone: (312) 372-2000  
Facsimile: (312) 984-7700  
Email: fperlman@mwe.com

dsimon@mwe.com  
ekeil@mwe.com

- and -

Jack G. Haake (admitted *pro hac vice*)  
2501 North Harwood Street, Suite 1900  
Dallas, TX 75201  
Telephone: (214) 295-8000  
Facsimile: (972) 232-3098  
Email: jhaake@mwe.com

*Counsel for Debtors and Debtors-in-Possession*

**CERTIFICATE OF SERVICE**

The undersigned certifies, under penalty of perjury, that on this March 8, 2024, the foregoing document was electronically filed with the Clerk of Court using the Northern District of Iowa CM/ECF and the document was served electronically through the CM/ECF system to the parties of the Chapter 11 Cases.

/s/ Roy Leaf

**EXHIBIT A**

**Time Detail**





Invoice: 3862631  
Client: 104125

02/16/2024

Mercy Hospital, Iowa City, Iowa  
500 East Market Street  
Iowa City, IA 52245

For Services Rendered in Connection with:

Matter: 0013 Chapter 11 Bankruptcy

Task	Date	Name	Hours	Description
B110	01/18/24	D. Valentino	0.80	Process data and promote documents for attorney review (.4); conduct final QC. update search index (2.); update search term reports (.2).
B110	01/22/24	D. Valentino	1.00	Load production set for attorney review (.4); update production fields, dtSearch and search term reports (.6).
B130	01/02/24	D. Golinghorst	0.20	Review and analyze correspondence re APA matters (.2).
B130	01/02/24	F. Perlman	0.50	Analysis issues re TSA Altera (.5).
B130	01/02/24	J. Greathouse	0.70	Review APA re employee salaries; correspond with D. Simon.
B130	01/02/24	D. Simon	1.30	Conferences with F. Perlman and client re various open sale issues (1.3).
B130	01/03/24	D. Golinghorst	3.40	Review and analyze correspondence re licensure matters (.4); draft correspondence re OB/GYN contract matters (1.2); draft correspondence to debtors re TSA agreement and revenue cycle matters (.5); review locum tenens agreements and draft correspondence re diligence request for same (1.1); review correspondence from Buyer re diligence matters (.2).
B130	01/03/24	F. Perlman	0.60	Continued work on resolution of Altera TSA issues (.6).
B130	01/03/24	D. Simon	1.30	Conferences with J. Porter and M. Toney re various sale issues (1.3).
B130	01/04/24	D. Golinghorst	2.40	Confer with E. Keil re cure schedules and assignment and assumed contracts (.2); participate in all-hands transaction call re open matters for closing (.5); draft revisions to transaction checklist (.2); draft correspondence re open Buyer diligence requests (.6); review and analyze correspondence re



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				real estate matters (.2); review and analyze Greenway Health contracts and draft correspondence to Debtors re same (.7).
B130	01/04/24	J. Greathouse	1.20	All-hands conferences with Polsinelli, University, et al. (1.2).
B130	01/04/24	D. Simon	1.10	Conference with Polsinelli re operational liabilities (1.1).
B130	01/05/24	D. Golinghorst	0.20	Review and analyze email correspondence re contract diligence matters (.1); confer with C. Karambelas re Greenway contract arrangements (.1).
B130	01/08/24	F. Perlman	0.40	Work on resolution of TSA/Altera issues and response to motion (.4).
B130	01/08/24	J. Greathouse	2.60	All-hands checkin conference (.4); review draft amendment to purchase agreement; correspond with D. Golinghorst re same (1.0); review correspondence from M. Toney re PTO payments in interim period (.7); review and analyze APA and draft responses (.5).
B130	01/08/24	D. Golinghorst	1.20	Draft updates to transaction closing checklist (.2); participate in and lead all-hands transaction call (.3); draft correspondence to Sellers re equipment contract matters (.3); confer with B. Bourke re physician contracts (.2); review physician contract documentation (.2).
B130	01/08/24	D. Simon	0.30	Attend checklist conference (.3).
B130	01/09/24	F. Perlman	0.40	Continued analysis of TSA issues re Altera and potential litigation options (.4).
B130	01/09/24	J. Greathouse	1.90	Review draft Altera letter (1.2); review A&R APA re operating expenses (.7).
B130	01/09/24	D. Golinghorst	1.70	Draft correspondence re landlord diligence (.2); review Buyer list of assumed contracts (.3); review and analyze correspondence re operating expenses matter (.2); compile A&R APA document (.2); review and analyze documentation and correspondence re physician contracting matter (.8).
B130	01/10/24	D. Golinghorst	1.00	Draft correspondence re physician contracting matter (.4); confer with C. Karambelas re Biomerieux agreements (.3); review and analyze correspondence re diligence matters (.3).
B130	01/10/24	J. Greathouse	4.10	Draft issues list for EEC MIPA along with



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				summarizing buyer and seller positions (1.6); correspond and teleconference with S. Crowe and A. Dahukay re MIPA and OA matters (1.1); multiple conferences and correspondence with C. Kehres re noncompete geography matters at EEC (1.4).
B130	01/11/24	F. Perlman	0.60	Work on Altera dispute and TSA issues (.6).
B130	01/11/24	J. Greathouse	2.80	Teleconference with D. Holinghorst re physician agreement (1.1); review correspondence and diligence re same (1.3); bi-weekly checklist conference (.4).
B130	01/11/24	D. Golinghorst	3.00	Confer with E. Keil re contract and diligence matters (.4); draft updates to transaction checklist (.2); participate in all-hands transaction checklist conference (.4); draft correspondence to D. Burke re physician contract matter (.6); review and analyze correspondence re information blocking (.2); review and analyze correspondence re Medicare CHOW process (.2); draft correspondence re FCC licenses (.1); confer with J. Greathouse re physician contract analysis and open transaction matters (.3); draft correspondence re locum tenens contracts analysis (.3); review Biomerieux agreements and draft correspondence to Debtors re same (.3).
B130	01/12/24	D. Golinghorst	0.10	Review and analyze correspondence re real estate matters (.1).
B130	01/12/24	F. Perlman	0.70	Review and revise Altera motion (.7).
B130	01/13/24	D. Burke	1.50	Review and analyze sale documents and physician contracts for regulatory issues (1.5).
B130	01/15/24	D. Golinghorst	1.80	Draft updates to transaction closing checklist (.2); participate in all-hands transaction conference (.3); review release document re assumed contract (.2); review request re ContractSafe and draft correspondence re same (.2); draft correspondence re contract and licensure diligence matters (.9).
B130	01/16/24	D. Burke	0.50	Conference with D. Golinghorst re physician contract issues (.5).
B130	01/16/24	F. Perlman	1.80	Work on Altera issues and potential settlement strategies (.7); conference with the University re Altera contract (.3); work on Altera litigation strategy (.8).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B130	01/16/24	J. Greathouse	2.90	Review correspondence re APA termination (.4); review and analyze APA and draft correspondence (1.4); teleconference with D. Holinghorst and D. Burke re physician agreement (.4); review correspondence and diligence materials re same (.7).
B130	01/16/24	D. Golinghorst	1.10	Teleconference with D. Burke and J. Greathouse re physician contract (.4); draft updates to transaction checklist re real estate matters (.2); review and analyze correspondence and disclosure schedules re contracting matters (.5).
B130	01/17/24	J. Greathouse	4.00	Teleconference and correspondence with D. Simon re termination, cure and other APA matters (.7); analyze APA for related issues (1.7); review APA re treatment of Mercy insurance policies (.7); review disclosure schedules for same (.3); draft correspondence to D. Golinghorst re same (.6).
B130	01/17/24	D. Golinghorst	4.40	Confer with B. Bourke re contract diligence matters (.5); review and provide comments to draft board resolution re privileging matters (.5); draft email correspondence re clean team matters (.1); review documentation re FCC license (.2); confer with E. Keil re Schedule G matters (.3); review analyze Seller obligation provisions of APA (.3); draft email correspondence to Buyer re ContractSafe arrangement (.2); review and analyze proposed list of services for TSA (.3); draft correspondence re JV disposition matters (.2); draft ancillary documents for closing pursuant to APA (1.8).
B130	01/17/24	D. Simon	1.80	Conference with H2C and TKP re JV interests (.5); communications with sale team re various open sale issues (.4); conference with healthcare specialists re potential information blocking (.6); review APA re potential University default issues (.3).
B130	01/18/24	F. Perlman	1.30	Prepare for Altera hearing and analyze settlement options (1.3).
B130	01/18/24	J. Greathouse	3.20	Biweekly all-hands conference (.5); correspond with Z. Buxton and C. Hughes re City Medical lease (1.2); review APA and disclosure schedules re insurance policies (1.2); correspond with J. Porter and M. Toney re same (.3).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B130	01/18/24	D. Golvinghorst	1.50	Draft updates to transaction closing checklist (.2); participate an all-hands conference re closing matters (.3); review Buyer proposed comments to amendment to APA (.2); draft correspondence to Buyer re Biomerieux agreements (.3); review and analyze correspondence re closing matters (.2); review and analyze correspondence re TSA matters (.2); draft correspondence re same (.1).
B130	01/19/24	F. Perlman	0.90	Preparation for Altera hearing and analyze settlement options (.9).
B130	01/19/24	D. Golvinghorst	0.30	Review and analyze contract diligence request (.3).
B130	01/20/24	D. Golvinghorst	4.30	Draft updates to transaction closing checklist updates (.2); draft ancillary transaction documents to APA (3.6); review and draft comments to Buyer Temporary DEA form (.3); review draft APA amendment (.2).
B130	01/20/24	F. Perlman	1.30	Conference with M. Toney and D. Simon re Altera settlement proposal (.5); follow up re Altera settlement proposal construct and analysis (.8).
B130	01/20/24	D. Simon	6.40	Numerous communications and conferences with client re Altera issues and potential settlement (4.6); settlement discussions with Altera re same (.8); conferences with Committee, Bondholders and Pension Committee re same (1.2).
B130	01/21/24	F. Perlman	2.10	Conference with N. Coco re Altera settlement (.4); conference with M. Toney re Altera settlement (.5); continued work and analysis re Altera settlement vs litigation strategy (1.2).
B130	01/21/24	D. Golvinghorst	0.60	Review and draft correspondence re Leaf Financing arrangements (.3); review and draft correspondence re physician contracting matter (.3).
B130	01/22/24	J. Haake	0.20	Correspondence with D. Golvinghorst re sale closing issues (.2).
B130	01/22/24	F. Perlman	0.70	Finalize Altera settlement (.7).
B130	01/22/24	J. Greathouse	2.10	Review extensive correspondence from D. Golvinghorst and respond to issues raised re transaction consents (.8); review and analyze transaction consents (.9); bi-weekly all hands conference (.4).
B130	01/22/24	D. Golvinghorst	4.10	Draft updates to transaction checklist (.3);



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				participate in transaction checklist status conference (.3); draft closing resolutions for Debtors and related correspondence (1.5); review Mercy bylaws re board membership requirements (.5); draft resolution re same (.5); draft correspondence to debtors re contracts diligence matters (.6); confer with L. Guerrero re real estate matter (.2); confer with R. Leaf re board matters (.2).
B130	01/23/24	J. Greathouse	2.10	Review board size change resolutions (.6); revise and correspond with D. Golinghorst (.3); teleconference with D. Simon re APA matters (.5); preliminary closing call with all hands (.7).
B130	01/23/24	D. Simon	0.80	Conferences with client re various closing issues (.8).
B130	01/23/24	D. Golinghorst	2.70	Participate in closing status and processing conference with Buyer and title company (.5); draft resolution re Mercy Hospital Board reduction (.6); review and analyze bylaws reg same (.4); draft amendment to bylaws re same (.5); draft correspondence re insurance policies amendment (.1); confer with Buyer counsel re earlier access for network installation and draft correspondence re same (.2); draft correspondence to Mercy re resolutions (.1); review and analyze correspondence re lease matter (.3).
B130	01/24/24	J. Greathouse	3.80	All hands teleconference re Mercy closing matters (.8); extensive correspondence with Mercy team and D. Golinghorst re closing matters (.9); review and analyze draft ancillary documents for APA (2.1).
B130	01/24/24	D. Simon	1.70	Numerous conferences with client re sale reconciliation and related closing issues (1.7).
B130	01/24/24	D. Golinghorst	2.10	Review lease request from Buyer and draft correspondence re same (.3); draft diligence responses (.3); review and analyze anesthesia contracts (.4); discuss closing logistics and requirements with McDermott team (.7); draft transaction documents (.4).
B130	01/25/24	J. Greathouse	5.00	Correspondence with D. Golinghorst and D. Simon re easement (.3); teleconference with M. Toney re easement matter (.8); extensive correspondence with





**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				Mercy team and D. Golinghorst re closing matters (1.1); review and analyze ICASC operating agreement and H2C powerpoint (2.3); biweekly all-hands teleconference (.5).
B130	01/25/24	D. Golinghorst	3.90	Draft updates to transaction closing checklist (.3); participate in transaction checklist call (.3); confer with D. Simon re physician letter (.3); draft physician communication re tail insurance (1.1); review and analyze FCC license issue (.3); confer with E. Palmer re FCC licensure submission process (.2); draft ancillary transaction documents and correspond with Buyer re same (1.5).
B130	01/25/24	D. Simon	2.20	Numerous conferences with client and University re closing reconciliation and related issues (2.2).
B130	01/25/24	F. Perlman	1.20	Prepare for sale closing and follow up re open issue including Medicare payment issues and payroll issues (1.2).
B130	01/26/24	D. Golinghorst	6.50	Participate in discussion with Buyer re open transaction and TSA items (1.5); review contracts, correspondence and related materials and draft updates to disclosure schedules re same (2.9); draft updates to resolutions re Hospital board (.4); review Buyer comments to ancillary documents (.6); review buyer certificate and incumbency (.2); review and analyze correspondence re FCC license (.3); review and analyze APA provisions re domains and operating expenses (.6).
B130	01/26/24	J. Greathouse	5.50	Revise TSA (1.0); review and analyze ICASC operating agreement and H2C powerpoint (1.4); teleconference with D. Orman re current issues and next steps (.5); review revised resolutions re board (.4); prepare summary email re analysis of ICASC/JCSI materials (.9); teleconference with D. Orman re same (.4); prepare correspondence identifying and outlining Operating Expenses mechanics in APA (.9).
B130	01/26/24	D. Simon	4.40	Numerous conferences with client and others re payroll, reconciliation, and TSA issues (4.0); conference with H2C and Nyemaster re easement (.4).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B130	01/26/24	F. Perlman	2.10	Conference re TSA with the University (.5); analysis of TSA and payroll issues (1.6).
B130	01/27/24	J. Greathouse	1.40	Correspondence with D. Golinghorst re signature pages and open issues (1.4).
B130	01/27/24	D. Simon	0.60	Communications with client re various sale issues (.6).
B130	01/28/24	D. Golinghorst	1.90	Prepares execution versions of documents for transaction closing (1.2); prepare and compile Sellers signature packet for execution (.7).
B130	01/28/24	J. Greathouse	2.80	Review and analyze correspondence from M. Toney and L. Guerrero re easement issues (.9); draft correspondence to M. Toney re same (.6); Extensive correspondence with L. Guerrero re easement and real estate matters (1.3).
B130	01/28/24	F. Perlman	0.90	Continued analysis of open issues re closing re TSA (.9).
B130	01/28/24	D. Simon	1.60	Conference with D. Gordon re payroll and reconciliation (.2); conference with M. Toney re same (.3); communications with client and sale team re various sale reconciliations and related issues (1.1).
B130	01/29/24	D. Golinghorst	4.00	Draft updates to transaction closing checklist (.2); participate in all-hands transaction conference (.4); confer with Debtor and Buyer team re FCC license matter (.4); review and analyze correspondence re diligence matters (.5); draft ancillary documents for closing (2.5).
B130	01/29/24	J. Greathouse	7.00	Access and Parking Easement teleconference with M. Toney (.5); teleconference with Mercy and Polsinelli and UI teams to discuss reconciliation matters (.9); extensive correspondence and teleconferences re closing matters (3.0); review and revise TSA (2.0);
B130	01/29/24	F. Perlman	1.40	Continued preparation re closing (1.4).
B130	01/29/24	D. Simon	4.50	Numerous communications and conferences with client and University re reconciliation and related issues (2.8); attend numerous closing conferences (1.7).
B130	01/30/24	E. Keil	1.00	Conference with creditor counsel re sale closing status (.1); conference with R. Leaf re same (.4);





**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B130	01/30/24	D. Golinghorst	9.70	draft notice of sale closing (.5). Confer with Buyer regulatory team re FCC license application (.7); prepare updated signature packets for Debtors signature (.5); confer with Debtors and Buyer re TSA matters and negotiate same (4.2); confer with Buyer and Debtors re APA amendment and draft revisions to same (1.7); audit Buyer signatures for Closing deliverables (.7); review APA re privileging matters (.3); review, audit, and compile debtor transaction documents (1.2); review SOW for revenue cycle agreement (.4).
B130	01/30/24	J. Greathouse	11.10	Bi-weekly closing checklist call with University, Mercy (.5); TSA conference with Polsinelli (1.0); follow up re same (.5); conference with Mercy re reconciliation matters (1.0); all-hands conference with Mercy, University re APA amendment (.8); teleconferences with C. Hughes re TSA comments (.8); extensive correspondence and teleconferences with Mercy, Polsinelli re closing matters (7.5).
B130	01/30/24	F. Perlman	0.80	Analysis re potential resolution open sale issues for closing (.8).
B130	01/30/24	D. Simon	8.60	Numerous conferences with client and University re closing reconciliation issues (4.2); numerous conferences and review of sale documents with client and University re TSA and remaining closing issues (4.4).
B130	01/31/24	D. Golinghorst	1.20	Review APA re social media ownership (.3); manage closing matters (.9).
B130	01/31/24	E. Keil	0.40	Revise notice of sale closing (.4).
B130	01/31/24	J. Greathouse	5.10	Extensive correspondence and teleconferences with Mercy, Nyemaster and Polsinelli re closing matters (3.0); review APA re social media ownership (.9); correspond with M. Toney re ownership of social media (.4); review for precedent for privilege side letter (.8).
B130	01/31/24	F. Perlman	1.70	Finalize sale closing items (1.7).
B130	01/31/24	D. Simon	1.90	Multiple conferences with M. Toney, the University and others re closing issues (1.7); conference with D. Gordon re email issues (.2).
B155	01/16/24	D. Simon	1.10	Prepare for and attend telephonic hearing (1.1).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B155	01/20/24	D. Simon	1.50	Prepare for contested hearing (1.5).
B155	01/22/24	D. Simon	3.00	Preparations for hearing (1.5); attend hearing (1.5).
B155	01/22/24	N. Bull	1.40	Prepare for and attend hearing on Altera motion to compel (1.4).
B160	01/02/24	E. Keil	0.30	Correspondence with R. Leaf re Epiq retention (.2); correspondence with K. Borodkin re OCP payments (.1).
B160	01/03/24	E. Keil	0.60	Draft OCP statement for Q4 2023 (.2); draft December fee application (.4).
B160	01/04/24	E. Keil	1.10	Review December time detail for privilege issues and compliance with local rules (.5); draft December fee statement (.6).
B160	01/05/24	E. Keil	1.50	Review December invoices for privilege issues and compliance with Local Rules (1.5).
B160	01/19/24	J. Haake	0.30	Analysis of supplemental disclosure and correspondence with N. Taylor re same (.3).
B160	01/31/24	E. Keil	0.50	Review and revise CBRE retention application (.5).
B170	01/03/24	D. Simon	0.50	Conference with FTI re fee objections (.3); follow-up with R. Leaf re same (.2).
B185	01/02/24	J. Haake	0.70	Research case law re motion to compel rejection or assumption of contracts (.7).
B185	01/03/24	E. Keil	2.60	Draft correspondence with multiple contract counterparties re resolution of cure objections (1.8); analyze TK summary re same (.8).
B185	01/04/24	E. Keil	0.50	Conference with D. Golinghorst re rejected contracts (.2); correspondence with R. Leaf, K. Borodkin re same (.3).
B185	01/05/24	E. Keil	0.40	Correspondence with contract counterparties re cure notice (.3); correspondence with K. Borodkin re same (.1).
B185	01/09/24	E. Keil	0.80	Conference with R. Leaf re cure objections (.5); correspondence with contract counterparties re same (.3).
B185	01/10/24	E. Keil	2.80	Draft and revise cure notice (2.8).
B185	01/12/24	J. Haake	0.80	Research case law re contract rejection issues (.8).
B185	01/17/24	E. Keil	0.70	Conference with R. Leaf re cure notice issues (.3); correspondence with creditors re same (.4).
B190	01/02/24	J. Haake	1.10	Analysis of Altera issues (.4); prepare for and participate in conference with D. Simon re strategy (.7).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B190	01/02/24	D. Simon	2.70	Conference with Committee re Altera strategy (.6); multiple conferences re Altera litigation strategy (.9); analyze issues in connection with motion to compel (1.2).
B190	01/03/24	D. Simon	2.10	Multiple conferences with J. Haake and M. Toney re Altera litigation issues (1.1); address client concerns re Altera (1.0).
B190	01/03/24	R. Trickey	1.40	Review materials related to motion to compel (.8); research issues related to motion to compel (.6).
B190	01/03/24	J. Haake	1.60	Conference with R. Trickey re objection to Altera Motion (.4); revise objection motion and research case law re same (1.2).
B190	01/04/24	R. Trickey	2.30	Research issues related to motion to compel (1.0); revise objection to motion to compel (1.3).
B190	01/04/24	J. Haake	0.20	Conference with N. Bull re Altera issue (.2).
B190	01/04/24	D. Simon	1.40	Analyze Altera litigation issues and related communications (1.4).
B190	01/05/24	D. Simon	3.10	Conference with N. Bull, S. Carrol re Altera (.5); follow-up discussions re same (.6); multiple strategy conferences re breach issues with N. Bull (1.3); conferences with client re same (.7).
B190	01/05/24	J. Haake	2.80	Analyze Altera issues (.9); revise draft objection and motion to compel transition services (1.9).
B190	01/08/24	R. Trickey	3.20	Research issues related to termination of a post-petition contract (.5); research issues related to provisions of terminated contracts (2.7).
B190	01/08/24	J. Haake	3.30	Prepare for and participate in conference with M. Toney, D. Simon, and N. Bull re strategy (.9); research case law re Altera issue (2.4).
B190	01/08/24	D. Simon	4.10	Conference with client re Altera litigation strategy (.8); draft letter to Altera (.6); assess breach strategies (2.1); discussions to analyze jurisdictional issues (.6).
B190	01/09/24	J. Haake	1.30	Prepare for and participate in conference with D. Simon, N. Bull re strategy (1.0); conference with R. Leaf re strategy and administrative issues (.3).
B190	01/09/24	D. Simon	5.70	Multiple conferences with D. Gordon re Altera and other transition issues (1.0); multiple conferences with client re same (.8); conferences with N. Bull and others re Altera litigation strategies (1.1);



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				conference with R. Leaf re same (.3); review and revise Altera draft letter (1.2); conference with Committee and PH re Altera issues and strategies (.4); communications with S. Carroll re settlement and litigation (.2); review patient safety issues and underlying Altera exposure (.7).
B190	01/10/24	J. Haake	0.90	Correspondence and conferences with D. Simon and R. Leaf re Altera issue (.9).
B190	01/10/24	D. Simon	4.40	Multiple conferences with J. Haake, N. Bull and client re Altera litigation issues (1.3); revisions to motion and related communications re same (1.8); litigation strategy and related analysis (1.3).
B190	01/11/24	E. Keil	1.50	Revise Altera objection and motion to compel (1.5).
B190	01/11/24	D. Simon	4.00	Numerous conferences with client re Altera issues and strategy (1.7); revisions to motion and objection (2.3).
B190	01/11/24	J. Haake	0.50	Correspondence and conferences with D. Simon and R. Leaf re objection to Altera motion (.5).
B190	01/12/24	E. Keil	1.10	Research re Altera reply (1.1).
B190	01/12/24	D. Simon	1.60	Revisions to Altera pleadings (1.6).
B190	01/14/24	D. Simon	0.30	Settlement discussions re Altera (.3).
B190	01/15/24	D. Simon	1.80	Numerous strategy discussions with Committee and others re Altera (.6); conference with client and N. Bull re litigation strategy (1.2).
B190	01/16/24	E. Keil	0.20	Revise Altera letter (.2).
B190	01/16/24	D. Simon	5.20	Conferences with Altera re settlement and discovery (.8); conference with Altera and Committee re settlement (.7); numerous conferences with client re settlement and litigation strategies (2.2); analyze arguments for hearing (1.2); revise discovery letter (.3).
B190	01/17/24	D. Simon	3.90	Numerous conferences with client re Altera strategy and litigation issues (3.2); conferences with University re same (.7).
B190	01/18/24	J. Haake	2.10	Research case law re contractual issues (2.1).
B190	01/18/24	E. Keil	2.10	Research re Altera issues (2.1).
B190	01/18/24	D. Simon	7.50	Numerous conferences with client re Altera negotiations (2.8); conferences with University re same (.8); numerous conferences with M. Toney, N. Bull and others re Altera litigation strategy (1.8);



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				negotiations with Altera re settlement (.5); prepare arguments and strategy for hearing (1.6).
B190	01/19/24	E. Keil	3.60	Research re Altera issues (3.6).
B190	01/19/24	D. Simon	10.50	Numerous conferences and negotiations with Altera (.8); conferences with University on Altera (1.2); numerous conferences with client re litigation strategy (3.4); conferences with Committees and Preston Hollow re Altera strategy and litigation (1.6); prepare demonstratives and outline for hearing (3.5).
B190	01/19/24	R. Trickey	3.80	Research issues re transfer of contracts in 363 context (3.8).
B190	01/19/24	J. Haake	1.70	Conferences with D. Simon re strategy re contested hearing (1.0); research case law re contested issues for hearing (.7).
B190	01/20/24	E. Keil	4.20	Research re Altera issues and summarize same (4.2).
B190	01/21/24	E. Keil	2.30	Draft agreed order re Altera settlement (2.1); conference with R. Leaf re same (.2).
B190	01/21/24	D. Simon	4.80	Numerous communications with University and other stakeholders re Altera settlement (1.6); settlement discussions with Altera re same (.4); numerous communications with client re Altera settlement and potential contested issues (2.8).
B190	01/22/24	A. Ingolikar	1.50	Processed data, resolved errors, updated search index (.8); promoted processed documents for review, ocred docs, updated search index, updated STR (.7).
B190	01/22/24	J. Haake	0.20	Analysis of settlement and correspondence with D. Simon re same (.2).
B190	01/22/24	D. Simon	0.70	Negotiate and finalize Altera agreement and agreed order (.7).
B195	01/21/24	D. Simon	1.60	Travel to Iowa for January 22 hearing (3.2). (billed at 50%)
B195	01/22/24	D. Simon	2.00	Travel back from Iowa hearing to Atlanta (4.0). (billed at 50%)
B210	01/03/24	D. Simon	0.50	Communications with M. Toney and R. Leaf re pension discussions (.5).
B210	01/05/24	D. Simon	1.80	Conference with Foundation re next steps (1.0); conferences with client re various operational and transition issues (.8).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B220	01/02/24	J. Holdvogt	0.70	Review and revise employee health coverage communication and notice of changes (.5); review and confirm updated QDRO for pension plan (.2).
B220	01/03/24	J. Holdvogt	1.50	Review and respond to P. Brubaker re allocation requirements for 401(k) plan revenue sharing account in connection with bankruptcy (.7); conference with CBIZ re allocation of 401(k) plan revenue sharing account in connection with plan termination (.4); review issues with 457(b) plan termination in connection with bankruptcy (.4).
B220	01/05/24	J. Holdvogt	0.50	Review issues with 457(b) plan termination in connection with bankruptcy (.5).
B220	01/10/24	J. Holdvogt	0.80	Review and respond to P. Brubaker re pension issues in connection with bankruptcy (.5); prepare response for retiree questions re ongoing pension administration and payments (.3).
B220	01/16/24	J. Holdvogt	0.50	Review issues with 401(k) and 457(b) plan termination in connection with bankruptcy (.5).
B220	01/17/24	J. Holdvogt	0.70	Correspondence to and from P. Brubaker re MIC pension issues (.4); review 401(k) plan termination resolutions (.3).
B220	01/18/24	J. Holdvogt	1.70	Review and finalize 401(k) plan termination amendment and resolutions for Board approval (1.2); correspondence to and from P. Brubaker re IRS notices and reporting for 2024 in connection with liquidation (.5).
B220	01/18/24	H. Dow	1.20	Conference with J. Holdvogt re Form 1094-C and Form 1095-C requirements (.4); research and analyze IRS guidelines on the ACA reporting requirements (.8).
B220	01/20/24	J. Holdvogt	0.80	Prepare and send summary of legal requirements for ERISA blackout notice for 401(k) plan (.8).
B220	01/22/24	J. Holdvogt	0.90	Draft Board resolutions for Mercy Hospital 457(b) plan termination (.9).
B220	01/23/24	J. Holdvogt	1.30	Review 457(b) plan for issues and requirements for termination in connection with bankruptcy (.6); conferences with D. Simon and P. Brubaker re 457(b) plan termination issues (.3); finalize draft Board resolutions for 457(b) plan termination (.4).
B220	01/24/24	J. Holdvogt	0.80	Review and confirm 457(b) plan for issues with final





**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				distributions a in connection with plan termination (.6); correspondence to and from P. Brubaker re QDRO issues (.2).
B220	01/25/24	J. Holdvogt	1.50	Correspondence to and from M. Toney re issues with 457(b) plan distributions in connection with plan termination (.4); conference with D. Simon re pension issues in connection with bankruptcy filing (.5); draft summary of MIC pension plan for bankruptcy court disclosures and filing (.6).
B220	01/26/24	J. Holdvogt	1.20	Continue and finish preparing summary of MIC pension plan for bankruptcy court disclosures and filing (.7); review and confirm case law for procedures for 457(b) plan termination in connection with sale (.5).
B220	01/29/24	J. Holdvogt	1.50	Review and revise participant notice re 401(k) plan termination, distribution options and tax issues for MIC 401(k) plan (1.1); review and revise resolutions to terminate 457(b) plan (.4).
B220	01/30/24	J. Holdvogt	0.50	Review Principal custodial agreement for self insurance mutual fund trust (.5).
B260	01/11/24	D. Simon	1.00	Attend Foundation board meeting (1.0).
B260	01/20/24	D. Simon	1.50	Prepare for and attend board meeting re contested hearing (1.5).
B260	01/23/24	F. Perlman	1.70	Prepare for and attend board meeting (1.7).
B260	01/23/24	D. Simon	2.40	Conferences with M. Toney and F. Perlman re prep for board meeting (.6); review slides relating to same (.4); participate in Board meeting (1.4).
B310	01/25/24	E. Keil	3.40	Revise administrative claim bar date motion and related exhibits (2.7); correspondence with Nyemaster, Epiq team re same (.3); correspondence with Bondholders, Pension Committee, UCC re same (.4).
B310	01/25/24	F. Perlman	0.50	Review administration claims bar date motion (.5).
B310	01/26/24	E. Keil	0.40	Revise administrative claim bar date motion/order (.4).
B310	01/29/24	D. Simon	0.50	Revisions to administrative bar date (.3); communications with R. Leaf re same (.2).
B310	01/31/24	E. Keil	4.10	Research re tort claims and administrative expenses (4.1).
B320	01/02/24	E. Keil	0.70	Revise plan/disclosure statement (.7).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B320	01/02/24	F. Perlman	0.60	Work on settlement and distribution options for plan (.6).
B320	01/08/24	F. Perlman	0.70	Work on response exclusivity objection and plan term sheet (.7).
B320	01/08/24	E. Keil	2.90	Revise plan/disclosure statement (1.9); conference with R. Leaf re same (1.0).
B320	01/09/24	F. Perlman	1.20	Conference with committee and PH re plan negotiations (.5); work on plan term sheet and settlement options (.7).
B320	01/09/24	E. Keil	2.20	Revise solicitation materials (2.2).
B320	01/09/24	D. Simon	2.20	Conference with Committee re plan issues and strategies (.6); discussions with E. Keil re plan next steps (.4); assess plan waterfall and negotiations re same (1.2).
B320	01/10/24	F. Perlman	1.50	Work on plan (1.2); conference with N. Coco re exclusivity and plan (.3).
B320	01/10/24	E. Keil	1.80	Correspondence with R. Leaf re solicitation timeline (.2); conference with R. Leaf re same (.4); revise plan/disclosure statement (1.2).
B320	01/10/24	D. Simon	2.00	Conference with Mintz re plan process and settlement (.8); conferences with client re recovery analysis and waterfalls (1.2).
B320	01/11/24	F. Perlman	0.80	Work on plan and distribution mechanism (.8).
B320	01/11/24	D. Simon	0.70	Analyze exclusivity and plan issues and waterfall (.7).
B320	01/12/24	E. Keil	5.50	Draft response to exclusivity objection (1.7); revise solicitation materials (3.8).
B320	01/12/24	F. Perlman	0.80	Work on revisions to plan term sheet (.8).
B320	01/12/24	D. Simon	2.20	Conference with client re plan negotiations (1.0); discussions re potential plan construct (.7); review admin claim and waterfall (.5).
B320	01/14/24	E. Keil	3.10	Revise response re exclusivity objection (3.1).
B320	01/14/24	D. Simon	1.10	Conference with TKP re plan waterfall and settlement (1.1).
B320	01/15/24	E. Keil	5.00	Revise response re exclusivity objection (3.9); research re same (1.1).
B320	01/16/24	F. Perlman	1.10	Conference with committee re plan term sheet (.4); review and revise plan term sheet (.7).
B320	01/16/24	E. Keil	1.50	Revise exclusivity reply (1.5).
B320	01/16/24	D. Simon	2.20	Revise settlement proposals and waterfalls (1.6);





**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				communications with client re same (.6).
B320	01/17/24	F. Perlman	1.80	Prepare for and conference with PH re plan proposal (.8); revise plan term sheet and plan document (1.0).
B320	01/17/24	E. Keil	2.90	Revise ballots, notices re solicitation (1.5); revise reply re exclusivity (1.4).
B320	01/17/24	D. Simon	1.50	Conference with Mintz and BRG re plan proposal (.7); analysis re same (.8).
B320	01/18/24	F. Perlman	1.60	Continued work on plan issues and term sheet (1.6).
B320	01/18/24	E. Keil	4.60	Revise plan re updated settlement proposal (4.3); conference with R. Leaf re same (.3).
B320	01/18/24	D. Simon	1.60	Multiple negotiations with Committee and others re plan waterfall (.7); conferences with TK re same (.5); communications with E. Keil re plan mechanics (.4).
B320	01/19/24	E. Keil	2.00	Revise plan/disclosure statement (2.0).
B320	01/19/24	F. Perlman	0.70	Continued analysis re plan distribution and settlement options (.7).
B320	01/22/24	D. Simon	1.60	Meeting with bondholders and pension committee re plan negotiations (1.6).
B320	01/22/24	F. Perlman	0.80	Continued work on plan and distribution mechanics (.8).
B320	01/23/24	F. Perlman	0.50	Continued work on plan settlement options and strategy (.5).
B320	01/23/24	D. Simon	1.20	Ongoing plan negotiations with various parties (1.2).
B320	01/24/24	E. Keil	1.00	Revise ballots, solicitation notices (1.0).
B320	01/24/24	D. Simon	1.40	Conferences with Preston Hollow re plan negotiations (.7); discussions with R. Leaf re same (.7).
B320	01/25/24	E. Keil	1.40	Revise plan/disclosure statement (1.4).
B320	01/25/24	D. Simon	1.30	Revisions to plan (1.0); compose plan issues list for pension committee (.3).
B320	01/25/24	F. Perlman	1.10	Continued work on plan settlement (.7); review committee term sheet (.4).
B320	01/26/24	E. Keil	1.80	Revise plan/disclosure statement (1.8).
B320	01/26/24	F. Perlman	0.80	Work on plan settlement (.8).
B320	01/29/24	F. Perlman	0.70	Continued plan settlement work (.7).
B320	01/29/24	D. Simon	1.70	Analyze plan settlement issues and proposals (1.3); communications re same with client and Committee (.4).
B320	01/30/24	F. Perlman	0.60	Work on plan settlement (.6).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B320	01/30/24	D. Simon	0.70	Conference with Mintz re plan (.7).
B320	01/31/24	F. Perlman	0.80	Continued work on plan settlement issues (.8).
B320	01/31/24	D. Simon	1.40	Conference with Mintz re plan proposal (.3); prepare revisions to same (.7); discussion with M. toney re same (.4).
B470	01/01/24	D. Wolf	4.60	Conference with J. Kim re research on contractual damages limit (.5); analyze contract language and draft analysis (2.0); research re contract law and enforcement issues (1.0); analyze case law and identify cases requiring further review (1.1).
B470	01/01/24	J. Kim	8.20	Review, analyze, and summarize case law re limitation of liability clause and corresponding damage cap (8.2).
B470	01/02/24	N. Bull	0.50	Draft correspondence to Altera counsel re settlement discussions (.5).
B470	01/02/24	J. Kim	0.60	Revise summary of case law re limitation of liability clause (.6).
B470	01/02/24	D. Wolf	5.10	Analyze case law re certain contractual provisions and express and common law exceptions to same (3.5); draft analysis of case law and summary of research findings (1.6).
B470	01/03/24	D. Wolf	0.10	Correspondence with N. Bull re discovery (.1).
B470	01/03/24	N. Bull	0.50	Correspondence with D. Simon and DC Wolf re discovery and Altera (.5).
B470	01/04/24	D. Wolf	0.10	Correspondence with N. Bull re settlement terms (.1).
B470	01/04/24	N. Bull	1.00	Attention to Altera claims and legal research (1.0).
B470	01/05/24	N. Bull	1.50	Conferences with Altera counsel, et al. re settlement discussions (1.5).
B470	01/05/24	J. Kim	0.30	Analyze and draft response argument re limitation of liability (.3).
B470	01/08/24	N. Bull	2.50	Conferences with T. Clancy, M. Toney and J. Porter re Altera (2.0); review agreements and pleadings (.5).
B470	01/09/24	N. Bull	0.50	Revise letter to Altera (.5).
B470	01/10/24	N. Bull	1.00	Revise motion to compel (1.0).
B470	01/11/24	D. Wolf	0.80	Conference with N. Bull re strategy issues and additional research needs (.4); conference with J. Kim re same (.4).
B470	01/11/24	J. Kim	0.50	Review and analyze Altera issues (.5).



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B470	01/11/24	N. Bull	0.50	Conferences with D. Simon and DC Wolf re Altera issues (.5).
B470	01/12/24	D. Wolf	0.10	Review J. Kim's email re her ongoing factual analysis.
B470	01/12/24	J. Kim	0.70	Review and analyze Altera issues (.5).
B470	01/14/24	D. Wolf	0.30	Analyze settlement term sheets (.3).
B470	01/14/24	J. Kim	6.20	Draft analysis re Altera issues (6.2).
B470	01/14/24	N. Bull	0.40	Analyze discovery issues re Altera (.4).
B470	01/15/24	D. Wolf	1.70	Research re discovery disputes (1.2); review letter from opposing counsel (.1); correspondence with N. Bull and B. Paulsen re relevant facts, background information, strategy, and next steps (.4).
B470	01/15/24	N. Bull	4.50	Attention to objection, discovery and correspondence from Altera (2.8); multiple conferences with M. Toney, opposing counsel, et al. re same (1.7).
B470	01/15/24	B. Paulsen	4.10	Conference with N. Bull to discuss status of case and response to discovery letter (.3); review and analyze Altera discovery requests (1.2); conference with client to discuss discovery requests (.7); draft discovery request letter for documents relating to motion to compel and opposition to motion to compel (1.9).
B470	01/16/24	D. Wolf	0.60	Review litigation pleadings involving Altera (.6).
B470	01/16/24	N. Bull	6.00	Revise letter and discovery to Altera (1.3); conferences and correspondence with M. Toney, committee counsel, Altera counsel, et al. re Altera and meet and confer (4.7).
B470	01/16/24	B. Paulsen	4.20	Review and edit discovery response letter and send to Altera's counsel (1.6); review and analyze previously collected documents for facts concerning Altera dispute (1.6); conference with N. Bull to discuss discovery matters and document collection (.6); attention to discovery matters relating to document collection from client (.4).
B470	01/16/24	A. Sieber	0.50	Research re lawsuits filed against Altera Digital Health and predecessor entities (.5).
B470	01/17/24	N. Bull	2.00	Conferences re Altera strategy (1.5); review legal research re same (.5).
B470	01/17/24	A. Sieber	0.80	Supplemental research re lawsuits filed against



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
B470	01/17/24	E. Kwon	0.60	Altera Digital Health and predecessor entities (.8). Coordinate preparing documents for case development review in discovery document repository (.6).
B470	01/17/24	D. Wolf	0.90	Review dockets and additional court filings from Altera litigation (.6); summarize same (.3).
B470	01/17/24	B. Paulsen	5.50	Begin drafting deposition outline for the deposition of Elliott Bryant in connection to Altera dispute (2.2); attention to discovery concerning Altera document requests, specifically review and analysis of new client documents (2.6); conference with N. Bull to discuss pending discovery matters and document collection and review (.7).
B470	01/18/24	R. Dizon	2.30	Prepare client documents for case development review in document discovery platform (2.3).
B470	01/18/24	D. Wolf	0.10	Review discovery plan for dispute with Altera (.1).
B470	01/18/24	B. Paulsen	9.50	Attention to discovery matters concerning upload, review, and production of documents in response to Altera discovery requests (1.6); review of previously collected client documents relating to Altera employees in preparation for hearing on motion to compel (2.1); begin drafting deposition outline for deposition of Elliott Bryant (2.1); further review and analysis of all Altera correspondence in connection to outline of facts in support of Altera breach of contract (3.7).
B470	01/18/24	E. Kwon	0.50	Review new client documents for case development review in the discovery document repository (.5).
B470	01/18/24	N. Bull	3.00	Attention to Altera issues, including discovery and prepare for deposition (3.0).
B470	01/19/24	D. Wolf	0.20	Review case bullet points and discovery timeline (.2).
B470	01/19/24	R. Dizon	1.60	Prepare responsive document production in document discovery platform (.9); perform quality assurance on same (.4); prepare deliverable of same for outside party (.3).
B470	01/19/24	N. Bull	4.50	Prepare for and conferences with UCC, et al. (2.0); prepare for deposition (2.5).
B470	01/19/24	B. Paulsen	7.30	Draft responses to Altera discovery requests (4.0); final QC of first production of documents in



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task	Date	Name	Hours	Description
				response to Altera requests and completion of production (2.5); conference with bondholders concerning upcoming hearing on motion to compel (.8).
B470	01/19/24	F. Belayneh	1.00	Ingest data for processing and populate custodian information in preparation to load into the review platform (.6); conduct QC on data processed to ensure file count is correct and all text and natives are present (.4).
B470	01/20/24	N. Bull	1.00	Conferences and correspondence with B. Paulsen and D. Simon re Altera settlement (1.0).
B470	01/20/24	B. Paulsen	3.70	Conference with N. Bull to discuss upcoming hearing and deposition and needed outlines (.5); conduct additional targeted searches for Altera documents relating to notice of breach of agreement for use at hearing and depositions (3.2).
B470	01/21/24	B. Paulsen	5.40	Review, analyze and summarize Altera's production and send summary email to N. Bull and D. Simon (2.8); continue drafting deposition outline for deposition of Elliott Bryant (2.6).
B470	01/21/24	J. Kim	0.20	Analyze and review discovery responses (.2).
B470	01/21/24	N. Bull	3.00	Correspondence with MWE team re Altera (.5); prepare for deposition (2.5).
B470	01/22/24	R. Dizon	0.70	Prepare client documents and received production for case development review in document discovery platform (.7).
B470	01/30/24	N. Bull	0.80	Attention to privilege issues, including review purchase agreement (.8).
<b>Total Hours</b>			<b>548.70</b>	

### Task Code Summary

Task Code	Description	Hours	Amount
B110	Case Administration	1.80	486.00
B130	Asset Disposition	194.10	246,598.50
B155	Court Hearings	7.00	10,094.00
B160	Fee/Employment Applications	4.30	4,777.00
B170	Fee/Employment Objections	0.50	725.00
B185	Assumption/Rejection of Leases	9.30	10,404.00



**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

Task Code	Description	Hours	Amount
B190	Other Contested Matters	106.70	135,930.50
B195	Non-Working Travel	3.60	5,220.00
B210	Business Operations	2.30	3,335.00
B220	Employee Benefits/Pensions	16.10	22,475.00
B260	Board of Directors Matters	6.60	10,250.00
B310	Claims Administration & Object	8.90	10,379.50
B320	Plan and Disclosure Statement	75.30	103,067.00
B470	Litigation	112.20	126,750.50
		548.70	690,492.00



Mercy Hospital, Iowa City, Iowa  
Invoice: 3862631

02/16/2024

### Timekeeper Summary

Name	Hours	Rate	Amount
F. Belayneh	1.00	270.00	270.00
N. Bull	34.60	1,410.00	48,786.00
D. Burke	2.00	1,595.00	3,190.00
R. Dizon	4.60	545.00	2,507.00
H. Dow	1.20	725.00	870.00
D. Golinghorst	63.30	945.00	59,818.50
J. Greathouse	69.30	1,300.00	90,090.00
J. Haake	17.70	1,190.00	21,063.00
J. Holdvogt	14.90	1,450.00	21,605.00
A. Ingolikar	1.50	270.00	405.00
E. Keil	72.50	1,105.00	80,112.50
J. Kim	16.70	945.00	15,781.50
E. Kwon	1.10	545.00	599.50
B. Paulsen	39.70	1,060.00	42,082.00
F. Perlman	37.70	1,850.00	69,745.00
A. Sieber	1.30	345.00	448.50
D. Simon	142.50	1,450.00	206,625.00
R. Trickey	10.70	725.00	7,757.50
D. Valentino	1.80	270.00	486.00
D. Wolf	14.60	1,250.00	18,250.00
<b>Totals</b>	<b>548.70</b>		<b>\$690,492.00</b>

**EXHIBIT B**

**Expense Detail**





**McDermott  
Will & Emery**

Mercy Hospital, Iowa City, Iowa

Client: 104125  
Invoice: 3862631  
Invoice Date: 02/16/2024

### Costs and Other Charges

Timekeeper	Date	Description	Qty	Amount
I. Cox	11/30/23	Business Meal VENDOR: Food for Thought Catering Professionals; INVOICE #: 131505; DATE: 11/30/2023 - Mercy Hospital Auction	1.00	2,331.95
D. Golinghorst	01/31/24	VENDOR: MWE Corporate Services, LLC INVOICE#: 5091 DATE: 1/31/2024 - On behalf of MWECS: Mercy Iowa City ACO, LLC IA good standing	0.00	0.00
D. Simon	11/20/23	Obtain Copy of Transcripts VENDOR: Everest Court Reporting LLC INVOICE#: 37301 DATE: 11/20/2023 - Court reporter fee for Narendra Ganti's 11/4/23 deposition transcript	0.00	562.05
<b>Total Costs and Other Charges</b>				<b>\$2,999.00</b>